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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

USA COMMERCIAL MORTGAGE
COMPANY,

Debtor.

Case No. BK-S-06-10725-LBR

Chapter 11

**Third Amendment to USACM Trust's
Motion to Amend Omnibus Objections
Re: The Fiesta Oak Valley Loan
(Amended only to correct allowed
amount of Robert W. Ulm Proof of
claim on Exhibit A)**

Date of Hearing: January 19, 2012

Time of Hearing: 10:00 a.m.

Estimated Time for Hearing: 10 minutes

The USACM Liquidating Trust (the "USACM Trust") moves to amend portions of the Fifth, Sixth, and Tenth Omnibus Objections to Proofs of Claim Based Upon Investment in the Fiesta Oak Valley Loan ("Fiesta Oak Valley Loan") [DE Nos. 9073, 9074, 9078, respectively] (the "Objections"). The Objections seek to allow 20% of each Fiesta Oak Valley claim, and disallow the remaining 80% of each claim. The Court heard the Objections at the omnibus hearing on October 18, 2011.

The Objections list all of the Fiesta Oak Valley claims and, in most cases, list a specific dollar amount for each claim. In some instances, however, the claim amount is shown as "unknown." This presents a problem because the USACM Trust cannot make a distribution if a claim is not allowed for a sum certain amount. Thus, the USACM Trust

1 moves to amend the Objections so that the amounts shown as “unknown” are replaced
2 with the specific dollar amounts provided in **Exhibit A**, attached.

3 For the proofs of claim listed in **Exhibit A**, attached, counsel for the USACM Trust
4 has determined to a reasonable degree of certainty the amount of the Direct Lender’s
5 investment in the Fiesta Oak Valley Loan. This was done by reviewing the relevant proofs
6 of claim and USACM’s loan file for the Fiesta Oak Valley Loan. The USACM Trust
7 equates the amount of the Direct Lender’s investment in the Fiesta Oak Valley Loan with
8 the amount of the Direct Lender’s claim.

9 **Exhibit A**, attached, identifies the six Fiesta Oak Valley claims allowed in
10 “unknown” amounts and indicates the amount in which those claims should now be
11 allowed. As to each proof of claim listed, the exhibit explains how counsel for the
12 USACM Trust arrived at the allowed claim amount now proposed to the Court.

13 So as not to delay distributions based upon those Fiesta Oak Valley claims that are
14 not affected by this motion, at the omnibus hearing on October 18, 2011, the USCM Trust
15 will ask the Court to allow 20% of the Fiesta Oak Valley claims, except for those claims
16 where the Objections indicate that the amount of the claim is “unknown.” Then, on
17 January 19, 2012, when the Court hears this motion and after the claimants have been
18 given sufficient notice of the amount of the claim that the USACM Trust seeks to allow
19 for them, the USACM Trust will ask the Court to allow the claims referenced in this
20 motion for the amounts shown on **Exhibit A**, attached. The USACM Trust requests such
21 additional relief as the Court may deem proper.

22 Dated: December 1, 2011

LEWIS AND ROCA LLP

23 By s/ John Hinderaker (AZ 18024)
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Copy of the foregoing
Mailed by first class postage
Prepaid U.S. Mail to the parties listed on
Exhibit A attached.

S. Matt Burns
Lewis and Roca LLP

USACM Trust Proposed Changes to Claims Regarding Fiesta Oak Valley Loan Exhibit A

Claim #	Name and Address of Claimant	DE # and Objection Filed With This Court	Claim Amount Related to the Investment	Amount Disallowed (80%)	Amount Allowed (20%)	How the USACM Trust Determined the Amount of the Investment in the Loan:
10725-02444	Acosta, Ruth 2546 General Armistead Ave Norristown, PA 19403	[9073] Fifth Omnibus Objection	0.00	0.00	0.00	Claim amount cannot be determined from the Promissory Note for this loan or by supporting documentation to the Claimants Proof of Claim. Attempts to personally contact this Claimant were unsuccessful. ¹
10725-01892	Dalton Trust DTD 1/7/94 C/O Bert A Stevenson Trustee 500 N Estrella Pkwy. Ste B2 405 Goodyear, AZ 85338-4135	[9073] Fifth Omnibus Objection	60,000.00	48,000.00	12,000.00	Supporting documentation was not listed in the Promissory Note or Claimants Proof of Claim that could prove the Claimants amount of their Claim. However, after contacting the Claimant, and receiving supporting documentation, the Claim amount will be changed to \$60,000.00 and will be allowed in part.
10725-01632	Johnson JT Ten, Charles E & Janet P 17 Front St Palm Coast, FL 32137-1453	[9074] Sixth Omnibus Objection	100,000.00	80,000.00	20,000.00	Change in amount of Claim to \$100,000.00 was made pursuant to information in the Promissory Note for this Loan.
10725-01178	Leonard & Barbara Baker Revocable Trust C/O Leonard & Barbara Baker Co-Trustees 6106 Ohio Drive Apt. 1410 Plano, TX 75024	[9074] Sixth Omnibus Objection	50,000	40,00.00	10,00.00	Change in amount of Claim to \$50,0000 was made pursuant to information in the Promissory Note for this Loan.
10725-02089	Ulm, Robert W 414 Morning Glory Rd St Marys, GA 31558	[9078] Tenth Omnibus Objection	50,000.00	40,000.00	10,000.00	Change in amount of Claim to \$50,000.00 was made pursuant to information in the Promissory Note for this Loan.
10725-01283	X Factor Inc 4012 South Rainbow Blvd. Suite D92 Las Vegas, NV 89103-2010	[9078] Tenth Omnibus Objection	150,000.00	120,000.00	30,000.00	Change in amount of Claim to \$150,000.00 was made pursuant to information in the Promissory Note for this Loan.

¹ The USACM Trust will continue to try to make contact with the claimant up until the time of the hearing.

EXHIBIT A